

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

GATX FINANCIAL CORPORATION,
Plaintiff,

v.

SPRINGFIELD TERMINAL
RAILWAY CO., INC.,
Defendant.

C.A. No. 04-12147-RWZ

AGREEMENT FOR FINAL JUDGMENT

Pursuant to Federal Rule of Civil Procedure 58, the parties, having reached a settlement and compromise of all claims herein, do agree and consent that final judgment shall enter for the plaintiff and against the defendant in the total amount of \$ 429,584.18, which includes attorneys' fees and interest at the rate of 5% per annum. Each party shall bear its own costs. The defendant hereby waives any and all rights of appeal and notice. The defendant shall make payments on this final judgment according to the attached Schedule A. Upon notice to the Clerk of the Court of a default under Schedule A and a failure to cure that default as provided in the parties' Settlement Agreement, execution on this final judgment shall issue forthwith in the total amount of the remaining payments due under Schedule A.

SO ORDERED AND ADJUDGED.

U.S. District Court Judge

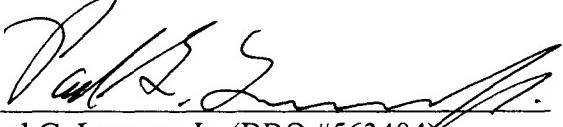
Dated: _____, 2005

STIPULATED AND AGREED TO BY:

GATX FINANCIAL CORPORATION

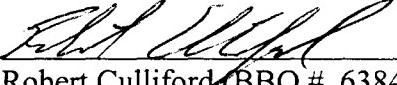
By its Attorneys,

HOLLAND & KNIGHT LLP


Paul G. Lannon, Jr. (BBO #563404)
10 St. James Avenue
Boston, MA 02116
(617) 523-2700

SPRINGFIELD TERMINAL RAILWAY CO., INC.

By its Attorneys,


Robert Culliford (BBO # 638468)
Iron Horse Park
North Billerica, MA 01862
(978) 663-1029

SCHEDULE A

First Payment	12/15/04	\$100,000.00
Second Payment	1/15/04	\$100,000.00
Third Payment	2/15/04	\$100,000.00
Fourth Payment	3/15/04	\$100,000.00
Fifth Payment	4/15/04	\$29,584.18